

<b>United States Bankruptcy Court District of Minnesota</b>						<b>Voluntary Petition</b>	
Name of Debtor (if individual, enter Last, First, Middle): <b>Uptown Drink, LLC</b>				Name of Joint Debtor (Spouse) (Last, First, Middle):			
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):				All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):			
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>33-1109516</b>				Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):			
Street Address of Debtor (No. & Street, City, State & Zip Code): <b>1400 Lagoon Ave Minneapolis, MN</b>				Street Address of Joint Debtor (No. & Street, City, State & Zip Code):			
ZIPCODE <b>55408</b>				ZIPCODE			
County of Residence or of the Principal Place of Business: <b>Hennepin</b>				County of Residence or of the Principal Place of Business:			
Mailing Address of Debtor (if different from street address)				Mailing Address of Joint Debtor (if different from street address):			
ZIPCODE				ZIPCODE			
Location of Principal Assets of Business Debtor (if different from street address above): <b>1400 Lagoon Ave, Minneapolis, MN</b>						ZIPCODE <b>55408</b>	
<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)  _____		<b>Nature of Business</b> (Check <b>one</b> box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  _____  <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  _____ <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.			
<b>Filing Fee</b> (Check one box)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2,343,300 ( <i>amount subject to adjustment on 4/01/13 and every three years thereafter</i> ). ----- <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).				
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.						<b>THIS SPACE IS FOR COURT USE ONLY</b>	
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000							
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1 million to \$10 million <input type="checkbox"/> \$10 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million <input type="checkbox"/> \$100 million to \$500 million <input type="checkbox"/> \$500,000 to \$1 billion <input type="checkbox"/> More than \$1 billion							
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1 million to \$10 million <input type="checkbox"/> \$10 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million <input type="checkbox"/> \$100 million to \$500 million <input type="checkbox"/> \$500,000 to \$1 billion <input type="checkbox"/> More than \$1 billion							

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Uptown Drink, LLC</b>	
<b>Prior Bankruptcy Case Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: <b>None</b>		Case Number:	
Date Filed:			
Location Where Filed:		Case Number:	
Date Filed:			
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>None</b>		Case Number:	
Date Filed:			
District:		Relationship:	
Judge:			
<div style="text-align: center;"><b>Exhibit A</b></div> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<div style="text-align: center;"><b>Exhibit B</b></div> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by § 342(b) of the Bankruptcy Code.</p> <div style="display: flex; align-items: center; margin-top: 20px;"> <div style="margin-right: 10px;">X</div> <div style="flex-grow: 1; border-bottom: 1px solid black; margin-bottom: 5px;"></div> <div style="margin-left: 5px; font-size: small;">Date</div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <span style="font-size: x-small;">Signature of Attorney for Debtor(s)</span> </div>	
<div style="text-align: center;"><b>Exhibit C</b></div> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p> <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.  <input checked="" type="checkbox"/> No       </p>			
<div style="text-align: center;"><b>Exhibit D</b></div> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached a made a part of this petition.</p>			
<div style="text-align: center;"><b>Information Regarding the Debtor - Venue</b></div> <p style="text-align: center; font-size: small;">(Check any applicable box.)</p> <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<div style="text-align: center;"><b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b></div> <p style="text-align: center; font-size: small;">(Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <div style="margin-top: 10px;"> <div style="border-bottom: 1px solid black; width: 100%;"></div> <div style="text-align: center; font-size: x-small;">(Name of landlord or lessor that obtained judgment)</div> </div> <div style="margin-top: 10px;"> <div style="border-bottom: 1px solid black; width: 100%;"></div> <div style="text-align: center; font-size: x-small;">(Address of landlord or lessor)</div> </div> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Uptown Drink, LLC</b>	
<b>Signatures</b>			
<b>Signature(s) of Debtor(s) (Individual/Joint)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under Chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United State Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b). I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.  <div> <div>X</div> <div>_____</div> <div>Signature of Debtor</div> </div> <div> <div>X</div> <div>_____</div> <div>Signature of Joint Debtor</div> </div> <div> <div>_____</div> <div>Telephone Number (If not represented by attorney)</div> </div> <div> <div>_____</div> <div>Date</div> </div>		<b>Signature of a Foreign Representative</b>  I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only <b>one</b> box.)  <div> <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.         </div> <div> <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.         </div> <div> <div>X</div> <div>_____</div> <div>Signature of Foreign Representative</div> </div> <div> <div>_____</div> <div>Printed Name of Foreign Representative</div> </div> <div> <div>_____</div> <div>Date</div> </div>	
<b>Signature of Attorney*</b>  <div> <div>X</div> <div>/s/ Lynn J.D. Wartchow</div> <div>Signature of Attorney for Debtor(s)</div> </div>  <div> <b>Lynn J.D. Wartchow 0339726</b>  <b>Wartchow Law Office, LLC</b>  <b>5200 Willson Road, Suite 150</b>  <b>Edina, MN 55424-0000</b>  <b>(952) 836-2717 Fax: (952) 836-2730</b>  <b>lynn@wartchowlaw.com</b> </div>  <div> <div>October 27, 2011</div> <div>Date</div> </div> <div>           *In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.         </div>		<b>Signature of Non-Attorney Petition Preparer</b>  I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.  <div> <div>_____</div> <div>Printed Name and title, if any, of Bankruptcy Petition Preparer</div> </div>  <div> <div>_____</div> <div>Social Security Number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</div> </div> <div> <div>_____</div> <div>Address</div> </div>	
<b>Signature of Debtor (Corporation/Partnership)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.  The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.  <div> <div>X</div> <div>/s/ Mike Whitelaw</div> <div>Signature of Authorized Individual</div> </div> <div> <div>Mike Whitelaw</div> <div>Printed Name of Authorized Individual</div> </div> <div> <div>Officer</div> <div>Title of Authorized Individual</div> </div> <div> <div>October 27, 2011</div> <div>Date</div> </div>		<div> <div>X</div> <div>_____</div> <div>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</div> </div> <div> <div>_____</div> <div>Date</div> </div> <div>           Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:         </div>  <div>           If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.  <i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i> </div>	

**IN RE:**

Case No. \_\_\_\_\_

**Uptown Drink, LLC**

Chapter **11**

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
<b>Plaza I, Inc.</b> <b>9617 Oak Ridge Trail</b> <b>Minnetonka, MN 55305-4642</b>		<b>Loan</b>		<b>98,542.84</b>
<b>Bernick, Lifson, Greenstein, Greene Lisz</b> <b>Attn: Sarah Lynn Krans</b> <b>5500 Wayzata Boulevard, Suite 1200</b> <b>Minneapolis, MN 55416</b>		<b>Professional services</b>	<b>Disputed</b>	<b>76,408.07</b>
<b>Plaza I, Inc.</b> <b>9617 Oak Ridge Trail</b> <b>Minnetonka, MN 55305-4642</b>		<b>Loan</b>		<b>30,000.00</b>
<b>Johnson Brothers</b> <b>1999 Shepard Road</b> <b>St. Paul, MN 55116-0328</b>		<b>Trade debt</b>		<b>24,090.46</b>
<b>US Foods</b> <b>PO Box 1450</b> <b>Minneapolis, MN 55485</b>		<b>Trade debt</b>		<b>18,220.21</b>
<b>Steven A. Smith, Attorney for Plaintiffs</b> <b>Nichols Kaster, PLLP</b> <b>4600 IDS Center, 80 S. 8th Street</b> <b>Minneapolis, MN 55402</b>		<b>Judgment</b>		<b>15,667.00</b>
<b>Nichols Kaster, PLLP</b> <b>4600 IDS Center, 80 S. 8th Street</b> <b>Minneapolis, MN 55402</b>			<b>Disputed</b>	<b>15,667.00</b>
<b>ASCAP</b> <b>2675 Paves Ferry Road SE</b> <b>Atlanta, GA 30339</b>		<b>Trade debt</b>	<b>Disputed</b>	<b>10,225.45</b>
<b>Minneapolis Finance Department</b> <b>250 S. Fourth St., Room 230</b> <b>Minneapolis, MN 55415-1328</b>		<b>Utility</b>		<b>6,000.00</b>
<b>Ace Lock &amp; Safe Co., Inc.</b> <b>410 Washington Ave N.</b> <b>Minneapolis, MN 55401</b>		<b>Services</b>		<b>5,133.03</b>
<b>UPAC</b> <b>PO Box 212516</b> <b>Kansas City, MO 64121-2516</b>		<b>Trade debt</b>		<b>4,994.05</b>
<b>Directv</b> <b>PO Box 60036</b> <b>Los Angeles, CA 90060-0036</b>	<b>Focus Receivables Management</b> <b>1130 North Chase Pkwy, Suite 150</b> <b>Marietta, GA 30067</b>	<b>Trade debt</b>	<b>Disputed</b>	<b>4,922.38</b>
<b>Acme Awning</b> <b>3206 Bloomington Ave.</b> <b>Minneapolis, MN 55407-2219</b>		<b>Trade debt</b>		<b>4,800.00</b>

Loss Control Services 16500 43rd Ave. N. Plymouth, MN 55446		Trade debt	4,500.00
Jorge Barreto 744 Polk St. NE, #12 Minneapolis, MN 55413		Trade debt	3,787.00
Miguel Pena 414 7th Ave. SE, #B404 Minneapolis, MN 55414		Trade debt	3,600.00
Wells Fargo Bank PO Box 14517 Des Moines, IA 50306	West Asset Management Inc. PO Box 790113 St. Louis, MO 63179-0113	Trade debt	3,398.33
J & J Glass and Glazing, Inc. 4967 Farmington Ave. SE Delano, MN 55328		Trade debt	3,300.00
Airgas North Central 6191 Mckinley Street NW Ramsey, MN 55303	D&S Ltd. 13809 Research Blvd., Suite 800 Austin, TX 78750	Trade debt	3,249.14
Painting Expectation 4433 Chatsworth Street N. Shoreview, MN 55126		Trade debt	2,525.00

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, [the president *or* other officer *or* an authorized agent of the corporation][*or* a member *or* an authorized agent of the partnership] named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: October 27, 2011 Signature: /s/ Mike Whitelaw

**Mike Whitelaw, Officer**

(Print Name and Title)

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA**

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In re:

Bky. 11-\_\_\_\_\_  
Chapter 11 Case

Uptown Drink, LLC,

Debtor.

**STATEMENT REGARDING  
AUTHORITY TO SIGN AND FILE  
PETITION**

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**STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION**

I, Mike Whitelaw, declare under penalty of perjury that I am an authorized officer of Uptown Drink, LLC, a Minnesota limited liability company and that on October 20, 2011 the following action was duly adopted by the Officers of this company:

"Whereas, it is in the best interest of this company to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

NOW, BE IT THEREFORE

RESOLVED, that Mike Whitelaw is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the company; and

FURTHER RESOLVED, that Mike Whitelaw is authorized and directed to appear in all bankruptcy proceedings on behalf of the company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the company in connection with such bankruptcy case; and

FURTHER RESOLVED, that Mike Whitelaw is authorized and directed to employ Wartchow Law Office, LLC as its attorney to represent the company in such bankruptcy case."

Executed on: October 26, 2011

By: \_\_\_\_\_

Mike Whitelaw, Officer  
1400 Lagoon Avenue  
Minneapolis, MN 55408